

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Re: Docket No. 182**

**DECLARATION IN SUPPORT OF RETENTION OF SULLIVAN & CROMWELL LLP  
AS PROFESSIONAL UTILIZED IN ORDINARY COURSE OF BUSINESS**

I, Brian D. Glueckstein, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief.

I. I am a Partner of Sullivan & Cromwell LLP, located at 125 Broad Street, New York, NY 10004 (the “**Firm**”), which has been retained by one or more of the debtors or debtors in possession (collectively, the “**Debtors**”), in the above captioned Chapter 11 Cases, in the ordinary course of the Debtors’ businesses. The Debtors wish to retain the Firm to continue providing ordinary course services during the Chapter 11 Cases, and the Firm has consented to provide such services. This Declaration is submitted in compliance with the *Order (A) Authorizing Retention and Payment of Professionals Utilized in the Ordinary Course of Business and (B) Granting Other Related Relief* (the “**Ordinary Course Professionals Order**”). I have reviewed the Ordinary Course Professionals Order, and I understand the limitations on compensation and reimbursement under such order.

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

2. On November 14, 2019, the Debtors retained the Firm to provide legal services (the “**Services**”). The Services currently being provided include the following: counsel on litigation and investigation matters.

3. The Firm may have performed services in the past two (2) years, may currently perform services, and may perform services in the future in matters unrelated to the Chapter 11 Cases for persons that are parties in interest in the Chapter 11 Cases, including those parties set out on Appendix 1 hereto. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in the Chapter 11 Cases. The Firm does not perform services for any such person in connection with the Chapter 11 cases, or have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates.

4. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the current and former partners and employees of the Firm.

5. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

6. The Firm intends to bill the Debtors for professional services rendered in connection with the Chapter 11 Cases, in accordance with the Ordinary Course Professionals Order, with such bill to include compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The

principal attorneys designated to represent the Debtors and their current standard bankruptcy rates are:

<b>Name</b>	<b>Role</b>	<b>Standard Bankruptcy Rate</b>
Jacob M. Croke	Partner	\$2,165
Laura Kabler Oswell	Partner	\$2,165
Miles H. Greene	Associate	\$1,205
Esther L.S. Loh	Associate	\$775

7. The rates set forth above are the Firm's current standard bankruptcy rates, and are subject to adjustments and client agreed discounts for certain matters. Such rates are the Firm's standard rates for bankruptcy work. The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals/other professionals and to cover fixed and routine overhead expenses.

8. It is the Firm's policy to charge its clients for all other expenses incurred in connection with a client's representation. The expenses charged to clients include, among other things, travel expenses and charges for items and services such as printing, copying, document or image productions, word processing services, and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

9. No representations or promises have been received by the Firm, nor by any principal, partner, director, officer, or professional thereof, as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

10. As of June 27, 2023 (the "**Petition Date**"), the Debtors owed the Firm \$140,500 for fees and expenses incurred for prepetition services, the payment of which is subject to the limitations contained in the Bankruptcy Code and any orders of the Court.

11. As of the Petition Date, the Firm did not hold a prepetition retainer.
12. The Firm keeps time records in one-tenth of an hour increments in the ordinary course of business.
13. As of the Petition Date, the Firm was not party to an agreement for indemnification with the Debtors.
14. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of such inquiries, or at any time during the period of its retention, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 23, 2023

/s/ Brian D. Glueckstein  
Name: Brian D. Glueckstein  
Title: Partner  
Firm: Sullivan & Cromwell LLP  
Address: 125 Broad Street, New York, NY 10004  
Telephone: (212) 558-4000  
Email: gluecksteinb@sullcrom.com

**Appendix 1**

<b>Name</b>	<b>Category</b>	<b>Status</b>
MIH EV Design, LLC	Related/Formers Names of Entities	Ultimate Parent is a Current Client
JP Morgan Asset Management	Cash Management Banks	Ultimate Parent is a Current Client
JP Morgan Chase Bank, N.A.	Cash Management Banks	Ultimate Parent is a Current Client
JP Morgan Institutional Investments Global Liquidity	Cash Management Banks	Ultimate Parent is a Current Client
JP Morgan Prime	Cash Management Banks	Ultimate Parent is a Current Client
JP Morgan Securities	Cash Management Banks	Current Client
Foxconn EV System LLC	Significant Lease and Contract Counterparties; Top Unsecured Creditors; Significant Vendors	Ultimate Parent is a Current Client
CITIC Dicastal Co., Ltd.	Significant Vendors	Ultimate Parent is a Former Client
Marelli North America Inc. (d/b/a CalsonicKansel North America Inc.)	Significant Vendors	Ultimate Parent is a Current Client
Foxconn (Far East) Limited	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Foxconn EV Technology, Inc.	Investors with over 5% Holdings; Lien Holders	Ultimate Parent is a Current Client
Foxconn Ventures Pte. Ltd.	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Foxtek Holdings Inc.	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Foxtek Integration Inc.	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Hon Hai Precision Industry Co., Ltd.	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Hon Hai Technology Group	Investors with over 5% Holdings	Ultimate Parent is a Current Client
PCE Paragon Solutions Kft.	Investors with over 5% Holdings	Ultimate Parent is a Current Client
Jefferies Group LLC	Debtor Restructuring Professionals	Current Client
Ernst & Young U.S. LLP	Ordinary Course Professionals & Professionals of Parties in Interest	Ultimate Parent is a Current Client

Continental Casualty Company	Insurance Parties	Ultimate Parent is a Current Client
National Union Fire Ins Co of Pittsburgh, PA	Insurance Parties	Ultimate Parent is a Current Client
XL Specialty Insurance Company	Insurance Parties	Ultimate Parent is a Current Client
AT&T Business Direct	Utilities	Ultimate Parent is a Current Client
AT&T MOBILITY-CC	Utilities	Ultimate Parent is a Current Client
Southern California Edison	Utilities	Ultimate Parent is a Former Client
DiamondPeak Sponsor LLC	Litigation Parties	Ultimate Parent is a Current Client
Softbank	Other Parties in Interest	Current Client
Blackrock Institutional Trust Company, N.A.	Other Parties in Interest	Ultimate Parent is a Current Client
Blackrock	Other Parties in Interest	Current Client